

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

X

PETERSEN ENERGÍA INVERSORA, :
S.A.U. AND PETERSEN ENERGÍA, :
S.A.U., : Case Nos.
Plaintiffs, : 1:15-cv-02739-LAP
v. : 1:16-cv-08569-LAP

ARGENTINE REPUBLIC AND YPF
S.A.,
Defendants.

x

ETON PARK CAPITAL
MANAGEMENT, L.P., ETON PARK
MASTER FUND, LTD. AND ETON
PARK FUND, L.P.,

Plaintiffs,

V. .

ARGENTINE REPUBLIC AND YPF
S.A.,

Defendants

x

DECLARATION OF MARK P. GOODMAN

I, Mark P. Goodman, hereby declare as follows:

1. I am a member of the bar of the State of New York and an attorney admitted to practice before the courts of the Southern District of New York.
2. I am a partner at the law firm of Debevoise & Plimpton LLP, counsel for YPF S.A. (“YPF”) in the above-captioned actions.

3. I respectfully submit this declaration in support of YPF's Motion for Summary Judgment.

4. Attached hereto as YPF's Exhibit 1 is a true and correct copy of the Bylaws of YPF S.A., previously attached as Annex B to the Declaration of Argentine law of Aída Kemelmajer de Carlucci in Support of YPF S.A.'s Motion to Dismiss the Complaint filed in the case captioned *Petersen Energia Inversora, S.A.U. and Petersen Energia, S.A.U. v. Argentine Republic and YPF S.A.*, No. 1:15-cv-02739-LAP (S.D.N.Y. Sept. 8, 2015) (Dkt. No. 36-2).

5. Attached hereto as YPF's Exhibit 2 is a true and correct copy of excerpts of YPF's 2020 SEC Form 20-F, filed April 22, 2021.

6. Attached hereto as YPF's Exhibit 3 is a true and correct copy of the Rebuttal Expert Report of Jeffrey H. Harris, Ph.D., dated December 3, 2021 ("Harris Rebuttal Rep.").

7. Attached hereto as YPF's Exhibit 4 is a true and correct copy of YPF S.A.'s Answer and Defenses to Petersen Energía Inversora, S.A.U., and Petersen Energía, S.A.U.'s Complaint in the case captioned *Petersen Energía Inversora, S.A.U. and Petersen Energía, S.A.U. v. Argentine Republic and YPF S.A.*, No. 1:15-cv-02739-LAP (S.D.N.Y. July 8, 2019) (Dkt. N No. 99).

8. Attached hereto as YPF's Exhibit 5 is a true and correct copy of Argentine Law No. 24,145 in original Spanish, with accompanying certified English translation.

9. Attached hereto as YPF's Exhibit 6 is a true and correct copy of the Expert Report of Nancy C. Lissemore, dated September 24, 2021 ("Lissemore Rep.").

10. Attached hereto as YPF's Exhibit 7 is a true and correct copy of excerpts of YPF's 2008 SEC Form F-3 Registration Statement, filed February 20, 2008.

11. Attached hereto as YPF's Exhibit 8 is a true and correct copy of excerpts of YPF's 2007 SEC Form 20-F, filed April 15, 2008.
12. Attached hereto as YPF's Exhibit 9 is a true and correct copy of the Shareholders' Agreement between Repsol YPF S.A., Caveant, S.A., Repsol YPF Capital S.L. and Petersen Energía, S.A., dated February 21, 2008.
13. Attached hereto as YPF's Exhibit 10 is a true and correct copy of excerpts of YPF's 2011 SEC Form 20-F, filed May 16, 2012.
14. Attached hereto as YPF's Exhibit 11 is a true and correct copy of the Stock Purchase and Sale Agreement representing 10% of the capital stock of YPF S.A., by and among Repsol YPF, S.A., Caveant S.A., Repsol YPF Capital, S.L., Repsol Exploración, S.A., Petersen Energía Inversora, S.A.U and Petersen Energía, S.A.U., dated May 19, 2011.
15. Attached hereto as YPF's Exhibit 12 is a true and correct copy of YPF.S.A.'s Answer and Defenses to Eton Park Capital Management, L.P., Eton Park Master Fund, Ltd. and Eton Park Fund, L.P.'s Complaint in the case captioned *Eton Park Capital Management, L.P., Eton Park Master Fund, Ltd. and Eton Park Fund, L.P v. Argentine Republic, and YPF S.A.* No. 1:16-cv-08569-LAP (S.D.N.Y. Sept. 10, 2020) (Dkt. No. 116).
16. Attached hereto as YPF's Exhibit 13 is a true and correct copy of Repsol YPF, S.A.'s December 22, 2010 Schedule 13-D/A (General statement of acquisition of beneficial ownership in YPF S.A. – *amendment*), filed December 27, 2010.
17. Attached hereto as YPF's Exhibit 14 is a true and correct copy of the Minutes of the March 21, 2012 Meeting of the YPF Board of Directors in original Spanish, with accompanying certified English translation.

18. Attached hereto as YPF's Exhibit 15 is a true and correct copy of Argentine Law. No. 26,741 in original Spanish, with accompanying certified English translation.

19. Attached hereto as YPF's Exhibit 16 is a true and correct copy of Argentine Decree No. 530-2012, in original Spanish, with accompanying certified English translation.

20. Attached hereto as YPF's Exhibit 17 is a true and correct copy of Argentine Decree No. 532-2012, in original Spanish, with accompanying certified English translation.

21. Attached hereto as YPF's Exhibit 18 is a true and correct copy of a transcript of a speech made by the Secretary of Economic Policy and Development Planning, Axel Kicillof, on April 17, 2012 to the Argentine Senate in original Spanish, with accompanying certified English translation.

22. Attached hereto as YPF's Exhibit 19 is a true and correct copy of the Call Notice by the Argentine Securities and Exchange Commission (*Comisión Nacional de Valores*) dated May 8, 2012, in original Spanish, with accompanying certified English translation.

23. Attached hereto as YPF's Exhibit 20 is a true and correct copy of the Minutes of the June 4, 2012 Meeting of Class A and D Shareholders of YPF, in original Spanish, with accompanying certified English translation.

24. Attached hereto as YPF's Exhibit 21 is a true and correct copy of the Minutes of the July 17, 2012 Meeting of Class A and D Shareholders of YPF, in original Spanish, with accompanying certified English translation.

25. Attached hereto as YPF's Exhibit 22 is a true and correct copy of the Expert Report of Julio Pablo Comadira, dated September 24, 2021 ("Comadira Rep.").

26. Attached hereto as YPF's Exhibit 23 is a true and correct copy of the Expert Report of Rafael M. Manóvil on behalf of the Republic of Argentina, dated September 24, 2021 ("Manóvil Republic Rep.").

27. Attached hereto as YPF's Exhibit 24 is a true and correct copy of the Declaration of Alfredo L. Rovira, dated December 3, 2021 ("Rovira Rebuttal Rep.").

28. Attached hereto as YPF's Exhibit 25 is a true and correct copy of the Rebuttal Expert Report of Professor Alejandro M. Garro, dated December 3, 2021 ("Garro Rebuttal Rep.").

29. Attached hereto as YPF's Exhibit 26 is a true and correct copy of excerpts of the July 20, 2016 Motion to Dismiss Hearing in the case captioned *Petersen Energía Inversora, S.A.U. and Petersen Energía, S.A.U. v. Argentine Republic and YPF S.A.*, No. 1:15-cv-02739-LAP (S.D.N.Y. August 1, 2016) (Dkt. No. 61).

30. Attached hereto as YPF's Exhibit 27 is a true and correct copy of the Rebuttal Expert Report of Aída Kemelmajer de Carlucci on behalf of YPF S.A., dated December 3, 2021 ("Kemelmajer Rebuttal Rep.").

31. Attached hereto as YPF's Exhibit 28 is a true and correct copy of the Declaration of Alfredo L. Rovira, dated September 24, 2021 ("Rovira Rep.").

32. Attached hereto as YPF's Exhibit 29 is a true and correct copy of the Expert Report of Professor Alejandro M. Garro, dated September 24, 2021 ("Garro Rep.").

33. Attached hereto as YPF's Exhibit 30 is a true and correct copy of excerpts of the deposition transcript of Aída Kemelmajer de Carlucci, dated March 3, 2022.

34. Attached hereto as YPF's Exhibit 31 is a true and correct copy of the Reply Report of Rafael M. Manóvil on behalf of the Republic of Argentina, dated January 14, 2022 ("Manóvil Republic Reply Rep.").

35. Attached hereto as YPF's Exhibit 32 is a true and correct copy of excerpts of the deposition transcript of Alfredo L. Rovira, dated March 1, 2022.

36. Attached hereto as YPF's Exhibit 33 is a true and correct copy of excerpts of the deposition transcript of Alejandro M. Garro, dated March 7, 2022.

37. Attached hereto as YPF's Exhibit 34 is a true and correct copy of the Expert Report of Rafael M. Manóvil on behalf of YPF S.A., dated September 24, 2021 ("Manóvil YPF Rep.").

38. Attached hereto as YPF's Exhibit 35 is a true and correct copy of the Reply Expert Report of Alfredo L. Rovira, dated January 14, 2022 ("Rovira Reply Rep.").

39. Attached hereto as YPF's Exhibit 36 is a true and correct copy of the Reply Expert Report of Alejandro M. Garro, dated January 14, 2022 ("Garro Reply Rep.").

40. Attached hereto as YPF's Exhibit 37 is a true and correct copy of the Argentine General Company Law ("GCL"), in original Spanish, with accompanying certified English translation.

41. Attached hereto as YPF's Exhibit 38 is a true and correct copy of the Argentine National Court of Appeals in Commercial Matters, Division A case: *Gutiérrez Enedina y Otros v. Neumaticos Gutiérrez S.A.*, dated October 16, 2012, in original Spanish, with accompanying certified English translation.

42. Attached hereto as YPF's Exhibit 39 is a true and correct copy of excerpts of the deposition transcript of Alberto B. Bianchi, dated February 18, 2022.

43. Attached hereto as YPF's Exhibit 40 is a true and correct copy of excerpts of the deposition transcript of Julio Pablo Comadira, dated March 10, 2022.

44. Attached hereto as YPF's Exhibit 41 is a true and correct copy of excerpts of the deposition transcript of Edward Misrahi, dated November 3, 2020, filed under seal.

45. Attached hereto as YPF's Exhibit 42 is a true and correct copy of excerpts of the deposition transcript of Matías Eskenazi, dated August 13, 2021, filed under seal.

46. Attached hereto as YPF's Exhibit 43 is a true and correct copy of the Complaint filed in the case of *Petersen Energía Inversora, S.A.U. and Petersen Energía, S.A.U. v. Argentine Republic and YPF S.A.*, No. 1:15-cv-02739-LAP (S.D.N.Y. April 8, 2015) (Dkt. No. 1).

47. Attached hereto as YPF's Exhibit 44 is a true and correct copy of the Complaint filed in the case of *Eton Park Capital Management, L.P., Eton Park Master Fund, Ltd. and Eton Park Fund, L.P v. Argentine Republic, and YPF S.A.*, No. 1:16-cv-08569-LAP (S.D.N.Y. Nov. 03, 2016) (Dkt. No. 1).

48. Attached hereto as YPF's Exhibit 45 is a true and correct copy of YPF's SEC Form 6-K, filed March 22, 2012.

49. Attached hereto as YPF's Exhibit 46 is a true and correct copy of the Plaintiffs' Memorandum of Law in Opposition to YPF S.A.'s Motion to Dismiss, filed in the case of *Petersen Energía Inversora, S.A.U. and Petersen Energía, S.A.U. v. Argentine Republic and YPF S.A.*, No. 1:15-cv-02739-LAP (S.D.N.Y. Oct. 23, 2015) (Dkt. No. 49).

50. Attached hereto as YPF's Exhibit 47 is a true and correct copy of excerpts of the deposition transcript of Nancy C. Lissemore, dated February 10, 2022.

51. Attached hereto as YPF's Exhibit 48 is a true and correct copy of excerpts of the deposition transcript of Marcy Engel, dated November 10, 2020, filed under seal.

52. Attached hereto as YPF's Exhibit 49 is a true and correct copy of the Declaration of Alberto B. Bianchi, dated December 3, 2021 ("Bianchi Rebuttal Rep.").

53. Attached hereto as YPF's Exhibit 50 is a true and correct copy of YPF's Form 6-K, filed May 8, 2012.

54. Attached hereto as YPF's Exhibit 51 is a true and correct copy of excerpts of the deposition transcript of Armando Betancor Álamo, dated November 4 and 5, 2020, filed under seal.

55. Attached hereto as YPF's Exhibit 52 is a true and correct copy of excerpts of the deposition transcript of Sebastián Eskenazi, dated August 12, 2021, filed under seal.

56. Attached hereto as YPF's Exhibit 53 is a true and correct copy of YPF's SEC Form 6-K, filed April 23, 2012.

57. Attached hereto as YPF's Exhibit 54 is a true and correct copy of Articles 217 and 218 of the Argentine Commercial Code, in original Spanish (published by SAIJ) with accompanying certified English translation.

58. Attached hereto as YPF's Exhibit 55 is a true and correct copy of Argentine Supreme Court of Justice case: *Juan Carlos Sícaro v. YPF*, 1991, at 314:363, in original Spanish, with accompanying certified English translation.

59. Attached hereto as YPF's Exhibit 56 is a true and correct copy of Argentine Supreme Court of Justice case: *Mevopal S.A. v. Banco Hipotecario Nacional*, 1985, at 307:2216, in original Spanish, with accompanying certified English translation.

60. Attached hereto as YPF's Exhibit 57 is a true and correct copy of Argentine National Commercial Court of Appeals Chamber B case: *Motta v. Abraxas Producciones S.R.L.*, 1997, La Ley 1998-F, in original Spanish, with accompanying certified English translation.

61. Attached hereto as YPF's Exhibit 58 is a true and correct copy of the Rebuttal Expert Report of Rafael M. Manóvil on behalf of YPF S.A., dated December 3, 2021 ("Manóvil YPF Rebuttal Rep.").

62. Attached hereto as YPF's Exhibit 59 is a true and correct copy of the Rebuttal Expert Report of Julio Pablo Comadira on behalf of YPF S.A., dated December 3, 2021 ("Comadira Rebuttal Rep.").

63. Attached hereto as YPF's Exhibit 60 is a true and correct copy of the Brief of Plaintiffs-Appellees filed in the case captioned *Petersen Energía Inversora, S.A.U. and Petersen Energía, S.A.U. v. Argentine Republic and YPF S.A.*, No. 16-3303-cv (2d Cir. March 14, 2017) (Dkt. No. 80).

64. Attached hereto as YPF's Exhibit 61 is a true and correct copy of Defendant the Argentine Republic's Answer and Affirmative Defenses to Plaintiffs' Complaint in the case captioned *Petersen Energía Inversora, S.A.U. and Petersen Energía, S.A.U v. Argentine Republic and YPF S.A.*, No. 1:15-cv-02739-LAP (S.D.N.Y. July 8, 2019) (Dkt. No. 98).

65. Attached hereto as YPF's Exhibit 62 is a true and correct copy of the Expert Report of Manuel Conthe, dated September 24, 2021 ("Conthe Rep.").

66. Attached hereto as YPF's Exhibit 63 is a true and correct copy of the Rebuttal Report of Prof. Steven Davidoff Solomon, dated December 3, 2021 ("Solomon Rebuttal Rep.").

67. Attached hereto as YPF's Exhibit 64 is a true and correct copy of the Rebuttal Expert Report of Harold Sharon, dated December 3, 2021 ("Sharon Rebuttal Rep.").

68. Attached hereto as YPF's Exhibit 65 is a true and correct copy of the Reply Expert Report of Aída Kemelmajer de Carlucci on behalf of YPF S.A., dated January 14, 2022 ("Kemelmajer Reply Rep.").

69. Attached hereto as YPF's Exhibit 66 is a true and correct copy of YPF's Form 6-K, filed March 27, 2012.

70. Attached hereto as YPF's Exhibit 67 is a true and correct copy of the Submission to the Mercantile Court Number 3, Madrid, dated October 6, 2014, enclosing the Liquidation Plan for the Execution of the Properties and Rights Integrated in the Aggregate Assets of the Company Petersen Energía, S.A.U., in original Spanish, with accompanying certified English translation.

71. Attached hereto as YPF's Exhibit 68 is a true and correct copy of a Submission to the Mercantile Court Number 3, Madrid, dated October 6, 2014, enclosing a Liquidation Plan for the Execution of the Properties and Rights Integrated in the Aggregate Assets of the Company Petersen Energía Inversora, S.A.U., in original Spanish, with accompanying certified English translation.

72. Attached hereto as YPF's Exhibit 69 is a true and correct copy of the Joint Bid by Prospect Investments LLC, dated January 8, 2015.

73. Attached hereto as YPF's Exhibit 70 is a true and correct copy of the Claim Prosecution Agreement between Petersen Energía Inversora, S.A.U and Petersen Energía, S.A.U, Prospect Investments LLC, and the Insolvency Administration, dated March 4, 2015.

74. Attached hereto as YPF's Exhibit 71 is a true and correct copy of a Blog Post titled "Control, disclosure, privilege, champerty and other legal finance ethics questions answered" by Danielle Cutrona, Burford Capital, dated July 9, 2019.

75. Attached hereto as YPF's Exhibit 72 is a true and correct copy of a Blog Post titled "Control: Addressing a common question about litigation finance" by Nicole Berg et al, Burford Capital, dated October 4, 2017.

76. Attached hereto as YPF's Exhibit 73 is a true and correct copy of the American Bar Association's Best Practices for Third-Party Litigation Funding, dated August 20, 2020.

77. Attached hereto as YPF's Exhibit 74 is a true and correct copy of the Association of Litigation Funders of England & Wales's Code of Conduct for Litigation Funders, dated January 2018.

78. Attached hereto as YPF's Exhibit 75 is a true and correct copy of excerpts of Litigation Funding 2020 (Ed. Steven Friel and Jonathan Barnes) entitled "Spain," authored by Armando Betancor Álamo, et al.

79. Attached hereto as YPF's Exhibit 76 is a true and correct copy of excerpts of the deposition transcript of Ignacio Tirado, dated April 6, 2022.

80. Attached hereto as YPF's Exhibit 77 is a true and correct copy of an Email from Eton Park's Jason Currant to Eton Park's Ricardo Salmon, dated November 5, 2010.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 14, 2022
New York, New York

/s/ Mark P. Goodman

Mark P. Goodman